



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

RECORDATION NO. 14969-13 FILED 1423

JUN 14 1989 11:05 AM

INTERSTATE COMMERCE COMMISSION

June 13, 1989

RECORDATION NO. 14969-A FILED 1423

JUN 14 1989 4 05 PM

INTERSTATE COMMERCE COMMISSION

BY FEDERAL EXPRESS

Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W.
Room 2215
Washington, DC 20423

9-165A125

RE: Equipment Trust Agreement (Series P-5)
Filed June 6, 1986
Recordation # 14969

Dear Sir or Madam:

Enclosed are the original and two certified copies of the First Supplemental Trust Agreement, dated May 1, 1989, between Union Tank Car Company and Continental Bank, N.A., as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is a check for \$26.00 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me. I am enclosing a Federal Express envelope for the return of these documents.

If you have any questions, please call me at (312) 845-5336. Thank you.

Sincerely,

Patrick J. Allen
Senior Attorney

PJA/kdg
4066d

Enclosure



A MEMBER OF THE MARMON GROUP OF COMPANIES

BILL OF SALE

Continental Bank, N.A.
as Trustee under Equipment Trust Agreement
Dated as of May 15, 1986 (Series P-5)
to
Union Tank Car Company

RECORDATION #19

14969B
FILED 1989

JUN 14 1989 -4 05 PM

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that Continental Bank, N.A. ("Trustee"), as trustee under that certain Equipment Trust Agreement dated as of May 15, 1986 ("Agreement"), by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 4.07 thereof, with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

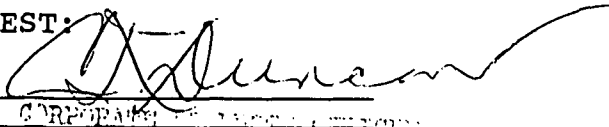
This Bill of Sale releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this May 1, 1989.

CONTINENTAL BANK, N.A.

BY: 

(CORPORATE SEAL)

ATTEST: 

Its CORPORATE SEAL

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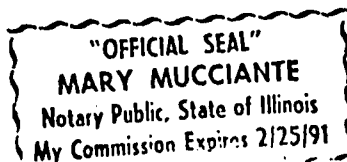
STATE OF Illinois)
COUNTY OF Cook) SS

On this 9th day of June, 1989, before me, a Notary Public in and for said County, personally appeared OK Duncan and Robert J. Donahue to me personally known, who being by me duly sworn did say that they are, respectively, Corporate President and Vice President of Continental Bank, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.

Mary Mucciante
Notary Public

My Commission Expires:

2/25/91



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PROGRAM ACTB1027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION - TERMINATED CARS

RUN DATE: 04/07/89

PAGE NO : 1

CERTIFICATE TRUST SERIES: P005

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
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23	C214	5,800	UTCX58617-UTCX58639
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23 TOTAL

23 TOTAL FOR ALL SERIES